

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No. (808) 586-2727

INSTRUCTIONS FOR PREPARING AND FILING THE CERTIFICATE OF LIMITED PARTNERSHIP

(Section 425E-201, Hawaii Revised Statutes)

"Limited partnership" means an entity, having one or more general partners and one or more limited partners, which is formed under Chapter 425E, Hawaii Revised Statutes, by two or more persons. All general partners are liable jointly and severally for all obligations of the limited partnership unless otherwise agreed by the claimant or provided by law.

"Limited liability limited partnership" means a limited partnership whose certificate of limited partnership states that the limited partnership is a limited liability limited partnership. An obligation of a limited partnership incurred while the limited partnership is a limited liability limited partnership, whether arising in contract, tort, or otherwise, is solely the obligation of the limited partnership. A general partner shall not be personally liable, directly or indirectly, by way of contribution or otherwise, for such an obligation solely by reason of being or acting as a general partner. This applies despite anything inconsistent in the partnership agreement that existed immediately before the general partners of a limited partnership consented to become a limited liability limited partnership.

Certificate of Limited Partnership

Instructions: Certificate must be typewritten or printed in **black ink**, and must be **legible**. If additional space is required, use an attachment. Attachment must be typewritten or printed in black ink on 8-1/2 x 11 white, bond paper, printed only on one side. All signatures must be in **black ink**. Submit original certificate together with the appropriate fee. The limited partnership is formed effective on the date of filing of the Certificate of Limited Partnership in compliance with Section 425E-201, Hawaii Revised Statutes.

The certificate must be signed and certified by at least one general partner. If partner is a **corporation**, a corporate officer must sign on behalf of the corporation. If partner is another **partnership**, a general partner must sign on behalf of the other partnership. If partner is a **LLC**, must be signed by a manager of a manager-managed company or by a member of a member-managed company. If partner is a **LLP**, must be signed by a partner.

- Line 1. Check whether the partnership is a "limited partnership" or a "limited liability limited partnership".
- Line 2. State the full name of the partnership.
A limited partnership name must contain the phrase *Limited Partnership* or the abbreviation *LP* or *L.P.*
A limited liability partnership name must contain the phrase *Limited Liability Limited Partnership* or the abbreviation *LLLP* or *L.L.L.P.*
- Line 3. State the mailing address of the partnership's initial principal office.
- Line 4. Each partnership is required to continuously maintain a registered office in the State of Hawaii at which the records of the partnership will be kept. (Sec. 425E-111, HRS)
- Line 5. State the name of the partnership's registered agent and the complete street address (including number, street, city, state, and zip code) of its registered office in the State of Hawaii. The agent may be either an individual resident of Hawaii, a domestic entity, or a foreign entity authorized to transact business or conduct affairs in the State of Hawaii, whose business office is identical with the registered office. If the agent is an entity, list the state or country in which it was incorporated, formed or organized. The agent's business office shall be identical to the partnership's registered office.
- Line 6. State the name(s) and complete address(es) (including city, state, and zip code) of all general partner(s). There must be at least one general partner.

Filing Fees: **Filing fee (\$25.00) is not refundable.** Make checks payable to DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS. Dishonored Check (\$15 fee plus interest charge).

For any questions call (808) 586-2727. Neighbor islands may call the following numbers followed by 6-2727 and the # sign:
Kauai 274-3141; Maui 984-2400; Hawaii 974-4000, Lanai & Molokai 1-800-468-4644 (toll free).
Fax: (808) 586-2733 Email Address: breg@dcca.hawaii.gov

NOTICE: THIS MATERIAL CAN BE MADE AVAILABLE FOR INDIVIDUALS WITH SPECIAL NEEDS. PLEASE CALL THE DIVISION SECRETARY, BUSINESS REGISTRATION DIVISION, DCCA, AT 586-2744, TO SUBMIT YOUR REQUEST.